

# MISHKA FINANCE AND TRADING LIMITED



32<sup>nd</sup> ANNUAL REPORT

FOR THE YEAR ENDED

2015-2016

# **MISHKA FINANCE AND TRADING LIMITED**

## **DIRECTORS:**

Mr. ANKIT GARODIA	-	Managing Director
Mr. JUGALKISHORE SHARMA	-	Executive Director
Mr. RAKESH KUMAR SINGHOYA	-	Independent Director
Mr. SHRAVAN KUMAR	-	Independent Director
Ms. PRITI BHANUSHALI	-	Director

## **BANKERS:**

IDBI BANK

## **AUDITORS:**

**Raju & Prasad Chartered Accountants,**  
Chartered Accountants

## **REGISTERED OFFICE:**

Office no.63,1<sup>st</sup> Floor,Shagun Arcade Premises CHSL,  
Gen.A.K.Vaidya Marg, Malad (East) Mumbai-400097.

## **REGISTERED AND TRANSFER AGENT**

**Universal Capital Securities Pvt.Ltd.**

21, Shakil Niwas, Opp Satya  
Sai Baba Temple,  
Maha Kali Caves Road,  
Andheri(East),Mumbai-400093.  
Tel.No. (22) 2820 7203-05 / 2825 7641  
[www.unisec.in](http://www.unisec.in),Fax No:- 91 -22 2820 7207

## NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the shareholders of the Company will be held on 28<sup>th</sup> September, 2016 at 09.15 A.M at The Maharaja Business Hotel, Kohinoor Complex, Service Road, Western Express Highway, Rawal pada, Dahisar(East), Mumbai-400068. to transact the following business:

**ORDINARY BUSINESS:**

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2016 together with Directors' Report and Auditors' Report thereon.
- 2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Jugalkishore Pralhadrai Sharma (DIN: 05205981), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company.”

- 3 To ratify the appointment M/s. Raju & Prasad Chartered Accountants as the Statutory Auditor by passing following resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Raju & Prasad, Chartered Accountants, (Firm Reg No.003475S), who were appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 30<sup>th</sup> Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General Meeting, be and is hereby ratified for the financial year 2016-17”

**By Order of the Board of Directors  
For Mishka Finance & Trading Limited**

Sd/-

Sd/-

Place: Mumbai

Date: 30<sup>th</sup> August 2016

Ankit Garodia

(DIN:05172218)

(Managing Director)

Jugalkishore Sharma

(DIN: 05205981)

(Director)

## NOTES:

1. A member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
  2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 22<sup>nd</sup> September 2016 to 28<sup>th</sup> September 2016 both days inclusive.
  3. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, **Universal Capital Securities Private Limited** 21, Shakil Niwas, Opp- Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai-400093, Maharashtra and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
  4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
  5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, so as to reach the Registered Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
  6. On dematerialisation of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialised) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.
- We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at [www.mishkafinance.com](http://www.mishkafinance.com)
7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
  8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.
  9. Members are requested to bring their copy of Annual report to the meeting.
  10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.

## 11. Details of directors seeking re-appointment:

Name	Jugalkishore Sharma (DIN:05205981)
Age	41 years
Qualification	B.Com
Nature of Expertise	Overall guidance in forming Business
No of years of Experience in the industry	10 years
Name of the Companies in which also holds Directorship	Nil
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil
Shareholding in the Company	Nil

**E voting:**

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The e-Voting shall remain open from 25<sup>th</sup> September 2016, 09.A.M till 27<sup>th</sup> September 2016, 05.P.M.
6. \*E-Voting shall be completed one day prior to the date of Annual General Meeting which is scheduled to be held on 28<sup>th</sup> September, 2016.
7. The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Partner of H V Gor & Co, Practicing Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
8. Vote once casted by the member cannot be changed/ altered.

**Process of E voting:**

1. The voting period begins on 25<sup>th</sup> September 2016, 09.A.M and ends on 27<sup>th</sup> September 2016, 05.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
4. Click on "Shareholders" tab.

5. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details# OR Date of Birth DOB#	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant Mishka Finance and Trading Limited on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile
20. Note for non- Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Registered Office:**

**Office NO-63, 1<sup>st</sup> Floor,  
Shagun Arcade Premises CHSL  
Gen A. K. Vaidya Marg,  
Malad East, Mumbai-400097.  
Date: 30<sup>th</sup> August 2016.**

**By the order of the Board of Directors**

**For Mishka Finance and Trading Limited**

**Sd/-**

**Ankit Garodia**

**(DIN:05172218)**

**(Managing Director)**

**Sd/-**

**Jugalkishore Sharma**

**(DIN: 05205981)**

**(Director)**

**DIRECTORS' REPORT****1. INTRODUCTION**

Your Directors are elated in presenting the 32<sup>nd</sup> Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2016.

**2. FINANCIAL RESULTS****(Amount in Rs)**

Particulars	Current Financial Year (2015-16)	Previous Financial Year (2014-15)
Net Profit Before Tax	18,29,638	21,44,876
Provision for Tax	5,78,779	6,96,831
Profit after Tax	12,50,859	14,48,045
Balance Brought Forward	58,32,675	46,41,048
Add:- Excess /(short) Provision Reversed MVAT Credit	0	(2,56,418)
Balance carried to Balance Sheet	<b>70,83,534</b>	<b>58,32,675</b>

**3. BUSINESS OVERVIEW**

Due to adverse market situations, the Profit of the Company has declined from Rs. 14,48,045/- to Rs. 12,50,859/-. The Company's policy of management has provided cushion effect to the adversities of the market on the performance of Company. The Board of Directors Look towards the future performance with a positive approach.

**4. DIVIDEND**

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and with a view to conserve the resources, they do not recommend any dividend for the year ended 31st March, 2016.

**5. CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

**6. STATUTORY AUDITORS**

M/s. Raju & Prasad Chartered Accountants, Mumbai (Firm Registration Number:003475S) were appointed as the Statutory Auditors of the at the 30<sup>th</sup> AGM held on 25<sup>th</sup> September 2014, for five consecutive years, subject to ratification at every Annual General Meeting. Accordingly, their appointment is proposed to be ratified in the ensuing AGM. They have given their eligibility & consent for the proposed ratification.

**7. SECRETARIAL AUDITORS**

M/s. H V Gor & Co, Practicing Company Secretaries have been appointed in the Board Meeting held on on 28th May, 2016 as the Secretarial Auditor of the Company u/s 204 of the Companies Act, 2013 to conduct Secretarial Audit of the matters of the Company and report thereof. The Secretarial Auditor's Report has been annexed to the Board Report under Annexure IV.



**8. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There was no qualification, reservation or adverse remark made by the Auditors in their report.

The explanations made by the Board relating to the qualifications, reservations, adverse remarks made by the Practicing Company Secretary in his Secretarial Audit Report are furnished as under:

- a) The Company has been inviting the applications for the post of Company Secretary in whole time employment of the Company by issuing classifieds in the newspapers. However, the Company has failed to receive application from a suitable candidate for the aforementioned responsibilities.
- b) The Company has failed to submit the intimations and disclosures with the stock exchange within stipulated time frame due to inadvertent error. Further, the Company will make sure that all the required disclosures and intimations will be intimated to the stock exchange
- c) The website of the Company has not been updated due to technical reasons. However, the Company is in the process of updating the website.
- d) The Company has failed to comply with the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to genuine oversight on the part of the Company. However, the Company has proposed to comply with the same.
- e) The Company has failed to comply with publication of financial results in newspaper due to genuine oversight on the part of the Company. However, the Company has proposed to comply with the same.

**9. DIRECTORS**

There was no change in the Board of Directors of the Company during the financial year under review.

**10. DECLARATION BY THE INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**11. BOARD MEETINGS**

During the financial year under review, the Board of Directors met Seven times.

**12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

**13. INFORMATION PURSUANT TO RULE 5 (2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**14. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16.

No of complaints received: Nil

No of complaints disposed off: Nil

**15. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- b. They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of its Profit for the year ended on that date;
- c. They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. They have prepared the annual accounts for the year ended 31<sup>st</sup> March, 2016 on a 'going concern' basis; and
- e. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

**17. DISCLOSURES OF AMOUNTS, IF ANY, TRANSFER TO ANY RESERVES.**

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134 (3) (j) of the companies act, 2013 is not required.

**18. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.